



# LEXIS® Document Services

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May 14, 1999

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. **22166**

FILED

MAY 17 '99

9-45AM

Dear Janice,

Enclosed are two (2) originals of the Memorandum of Railcar Lease Agreement dated as of January 25, 1999 between the following parties:

Lessor: CIT GROUP/EQUIPMENT FINANCING, INC.

Lessee: TRANSENERGY GRINDING INC.

The equipment involved in this transaction is as follows:

Equipment: 50 New 5250 c.f. covered hopper railcars

Please file this Memorandum and return one (1) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

*Rebecca Heisler*  
Rebecca Heisler  
Administrator

## MEMORANDUM OF RAILCAR LEASE

MAY 17 '99

9-45 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25 day of January, 1999, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Transenergy Grinding, Inc., a Delaware corporation, with an address at 6203 Industrial Way, Houston, TX 77011 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 25th., 1999 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

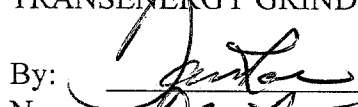
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By:   
Name: LAWRENCE E. LITTLEFIELD  
Title: VICE PRESIDENT

TRANSENERGY GRINDING, INC.

By:   
Name: DAN ROE  
Title: VICE PRESIDENT AND DEVELOPMENT

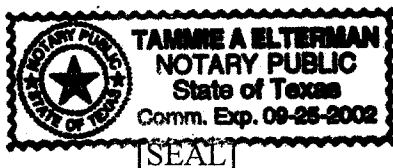
STATE OF TEXAS )

SS:

COUNTY OF HARRIS

On this 25 day of March, 1999 before me personally appears [Signature], to me personally known, who by me duly sworn, says that he/she is the V.P. Registered & General Mgr. of TRANSENERGY GRINDING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[Signature]  
Notary Public

My Commission expires:

STATE OF NEW YORK )

SS:

COUNTY OF NEW YORK )

On this 2nd day of April, 1999 before me personally appears LAURENCE RITTLEFIELD, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 010A5065133  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires Sept. 3, 2000

**Schedule A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
50	5250 c.f. covered hopper railcars	TEGX 400 - 449